

Presentment Date June 11, 2018 at 12:00 p.m. (Prevailing Eastern Time)
Objection Deadline: June 11, 2018 at 11:00 a.m. (Prevailing Eastern Time)

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Co-counsel to Reorganized Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: :
SUNEDISON, INC., *et al.*, : Case No. 16-10992 (SMB)
: :
Reorganized Debtors.¹ : (Jointly Administered)
: :
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**NOTICE OF PRESENTMENT OF
STIPULATION AND AGREED ORDER REGARDING
CLAIM NO. 518 FILED BY TENNESSEE DEPARTMENT OF REVENUE**

PLEASE TAKE NOTICE that SunEdison, Inc. ("SUNE") and certain of its affiliates, the above-captioned Reorganized Debtors (as defined in the confirmed *Second Amended Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates* [Dkt. No. 3735]) (collectively, the "Debtors"), will present the proposed *Stipulation and Agreed*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); Terraform Private Holdings, LLC (5993); SunEdison Products, LLC (3557); Hudson Energy Solar Corporation (1344); SunE REIT-D PR, LLC (2171); First Wind Energy, LLC (5519); First Wind Holdings, LLC (4445); Vaughn Wind, LLC (9605); Maine Wind Holdings, LLC (4825); SunEdison International Construction, LLC (6257); and EchoFirst Finance Co., LLC (1607) (collectively, the "Debtors" and, as reorganized, the "Reorganized Debtors"). The address of the Debtors' corporate headquarters is Two City Place Drive, 2nd floor, St. Louis, MO 63141.

Order Regarding Claim No. 518 Filed by Tennessee Department of Revenue (the “Stipulated Order”) to the Honorable Stuart M. Bernstein, United States Bankruptcy Judge, for signature on **June 11, 2018 at 12:00 p.m. (Prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that unless a written objection to the Stipulated Order, with a proof of service, is filed with the Clerk of the Court, and a courtesy copy is delivered to the undersigned counsel and to the chambers of the Honorable Stuart M. Bernstein so as to be received by **June 11, 2018 at 11:00 a.m. (Prevailing Eastern Time)**, there will not be a hearing on the Stipulated Order and the Stipulated Order may be signed.

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed, a hearing will be held to consider the Stipulated Order on a date and time to be set by the Court.

Dated: New York, New York
May 23, 2018

SUNEDISON, INC. et al,
Reorganized Debtors
By their Co-Counsel:
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Frank A. Oswald
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
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SUNEDISON, INC., *et al.*, : :
: : Case No. 16-10992 (SMB)
Reorganized Debtors. : :
: : (Jointly Administered)
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**STIPULATION AND AGREED ORDER REGARDING
CLAIM NO. 518 FILED BY TENNESSEE DEPARTMENT OF REVENUE**

This stipulation and agreed order (this “Stipulated Order”) is entered into by and between: (i) the Reorganized Debtors (as defined in the confirmed *Second Amended Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates* [Dkt. No. 3735]) in the above-captioned chapter 11 cases (collectively, the “Debtors”);¹ and (ii) the Tennessee Department of Revenue (the “Department” and, together with the Debtors, the “Parties”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); EverStream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); TerraForm Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The address of the Debtors’ corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

RECITALS

1. The Chapter 11 Cases.

A. Beginning on April 21, 2016 (the "Petition Date"), SunEdison, Inc. ("SUNE") and certain of its affiliates commenced voluntary cases (collectively, the "Chapter 11 Cases") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The Debtors' Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered.

B. On April 29, 2016, the United States Trustee formed an Official Committee of Unsecured Creditors in the Debtors' Chapter 11 Cases (the "Committee").

C. No trustee or examiner has been appointed in the Debtors' cases.

D. On March 28, 2017, the Debtors filed their *Joint Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates* [Dkt. No. 2671] (as amended, the "Plan") and corresponding disclosure statement [Dkt. No. 2672], each of which has been amended. The Plan, as amended, was confirmed by Order of this Court dated July 28, 2017 [Dkt. No. 3735]. The Plan's Effective Date (as defined in the Plan) occurred on December 29, 2017 (the "Plan Effective Date"). See Docket No. 4495.

E. The Plan provides for, *inter alia*, the establishment of a trust (the "GUC/Litigation Trust") that, as of the Plan Effective Date is, among other things, responsible for continuing and completing the claim reconciliation and objection process as to general unsecured claims.

2. The Department's Claim Against the Debtors.

F. On June 20, 2016, the Department filed Claim No. 518 against SunEdison Residential Services, LLC in the amount of \$12,583.59 (the "Claim"). The Claim is based on estimated assessments for franchise and excise, as well as sales and

use taxes for the period from November 13, 2013 through and including December 31, 2015.

G. On December 27, 2017, the Debtors filed an objection to the Claim [Docket No. 4475] (the “Claim Objection”) asserting that the Debtors are unaware of any sums due and owing to the Department for taxes, other than a filing fee in the amount of \$100 for each year at issue. *See Claim Objection*, ¶ 17.

3. The Settlement.

H. Following discussions and an exchange of information by and between the Parties, they have agreed to the terms set forth in this Stipulated Order, subject to Bankruptcy Court approval:

IT IS HEREBY STIPULATED AND AGREED THAT:

1. This Stipulated Order shall be deemed effective upon the Bankruptcy Court’s entry of a final, non-appealable Order approving this Stipulated Order (the “Effective Date”).

2. Upon the Effective Date, Claim No. 518 shall be deemed allowed as: (i) a priority claim under section 507(a)(8) of the Bankruptcy Code in the amount of \$329.77; and (ii) a general unsecured claim in the amount of \$90.00 (the “Allowed Claim”).

3. Upon the Effective Date, the Department shall be deemed to have waived and released any and all rights and claims (including, for the avoidance of doubt, claims asserted as an administrative expense under Bankruptcy Code section 503 or as having priority status under Bankruptcy Code section 507(a) or otherwise), liabilities, cross-claims, counterclaims, and demands that it may have of any kind or nature whatsoever, whether known or unknown, whether legal or equitable, whether matured or contingent, whether liquidated or unliquidated, other than the Allowed

Claim, against the Debtors, their estates, the Reorganized Debtors, and the GUC/Litigation Trust.

4. By their signature hereto, each of the undersigned (a) represents that it has been duly authorized to enter into this Stipulated Order, in the case of the Debtors, subject to the Bankruptcy Court's approval hereof, and (b) requests that the Bankruptcy Court approve and so order this Stipulated Order.

5. The terms of this Stipulated Order shall be binding on the Parties and their respective successors and assigns, including any trustee, plan administrator, or similar party that may be appointed in the Debtors' bankruptcy proceedings.

6. This Stipulated Order may be signed in counterpart originals as if signed in one original document.

7. The Debtors' court-appointed claims and noticing agent is directed to modify the claims register in these Chapter 11 Cases in accordance with this Stipulated Order.

8. This Stipulated Order shall be immediately effective upon its approval and entry by the Bankruptcy Court in accordance with the terms set forth herein. The fourteen-day stay imposed by Bankruptcy Rule 6004(h), to the extent applicable, is hereby waived.

9. The Bankruptcy Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Stipulated Order.

Dated: May 23, 2018

SUNEDISON, INC., ET AL.
Reorganized Debtors
By their Co-Counsel
TOGUT, SEGAL & SEGAL LLP

By:

OFFICE OF TENNESSEE ATTORNEY
GENERAL
By its Counsel

By:

/s/Frank A. Oswald
FRANK A. OSWALD
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/s/Marvin E. Clements, Jr.
MARVIN E. CLEMENTS, JR.
Senior Counsel, Bankruptcy Division
P.O. Box 20207
Nashville, Tennessee 37202
(615) 741-1935

SO ORDERED this ____ day of June 2018
in New York, New York

HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE